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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOFS OF CLAIM NUMBERS 8673, 8674 and 8675  
(SIEMENS ENERGY & AUTOMATION, INC. AND SIEMENS PLC (A&D  
DIVISION))**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") and Delco Electronics Overseas Corporation ("DEOC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Siemens Energy & Automation, Inc. ("SEA") and Siemens plc (A&D Division) (with SEA, "Siemens") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 8673, 8674 and 8675 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on or about June 27, 2006, Siemens plc (A&D Division) filed proof of claim number 8673 against DEOC, asserting an unsecured non-priority claim in the amount of \$15,307.20 ("Claim 8673"); and

**WHEREAS**, on or about June 27, 2006, SEA filed proof of claim number 8674 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$416,511.60 ("Claim 8674"); and

**WHEREAS**, on or about June 27, 2006, SEA filed proof of claim number 8675 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$12,639.39 ("Claim 8675"); and

**WHEREAS**, on June 15, 2007, the Debtors objected to Claim 8673 pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Insurance Claim Not Reflected on Debtors' Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection"); and



**WHEREAS**, on July 13, 2007, the Debtors objected to Claims 8674 and 8675 pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claim, and (D) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, and Consensually Modified and Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection"); and

**WHEREAS**, on July 12, 2007, Siemens filed a Response to the Seventeenth Omnibus Claims Objection (Docket No. 8566) (the "First Response"); and

**WHEREAS**, on August 8, 2007, SEA filed a Response to the Nineteenth Omnibus Claims Objection (Docket No. 8925) (the "Second Response"); and

**WHEREAS**, on January 10, 2008, to resolve the Seventeenth and Nineteenth Omnibus Claims Objections with respect to Claims 8673, 8674 and 8675, Siemens, DEOC and DAS LLC entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DEOC acknowledges and agrees that Claim 8673 shall be allowed against DEOC in the amount of \$9,045.88 as a general unsecured non-priority claim; and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claims 8674 and 8675 shall be allowed against DAS LLC in the amounts of \$365,683.90 and \$4,423.79, respectively; and

**WHEREAS**, DEOC and DAS LLC are authorized to enter into the

Settlement Agreement either because Claims 8673, 8674 and 8675 involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Siemens stipulate and agree as follows:

1. Claim 8673 shall be allowed in the amount of \$9,045.88 and shall be treated as an allowed general unsecured non-priority claim against DEOC.
2. Claim 8674 shall be allowed in the amount of \$365,683.90 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
3. Claim 8675 shall be allowed in the amount of \$4,423.79 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.

**[Continued on next page]**

4. The First Response and Second Response are hereby withdrawn.

Dated: New York, New York  
January 16, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
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Dated: Richmond, Virginia  
January 16, 2008

SIEMENS PLC and SIEMENS ENERGY  
& AUTOMATION, INC.  
By its counsel,  
McGUIREWOODS LLP

/s/ Aaron G. McCollough  
Aaron G. McCollough  
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**SO ORDERED**

This 4th day of March, 2008  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE